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Attorneys for Debtors
 and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
Debtors.	: (Jointly Administered)
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NOTICE OF DEBTORS' 128TH OMNIBUS OBJECTION TO CLAIMS
(Duplicate Debt Claims)

PLEASE TAKE NOTICE that on December 22, 2010, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 128th omnibus objection to claims (the "**Objection**"), and that a hearing (the "**Hearing**") to consider the Objection will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **February 3, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

This Objection does not affect a Claimant's ability to receive distributions as a beneficial bondholder under the Debtors' Amended Joint Chapter 11 Plan (ECF No. 8015). If a

Claimant disagrees with the Objection's treatment of the Claimant's claim, the Claimant may call the Debtors to try and resolve the Claimant's concerns at **1-800-414-9607**. If a Claimant is unable to resolve the Claimant's concerns with the Debtors before the deadline to respond, then the Claimant must file and serve a written response (a "**Response**") to the Objection in accordance with this notice, and the Claimant must appear at the Hearing described below.

A Claimant may participate in the Hearing telephonically provided that the Claimant complies with the Court's instructions, which can be found on the Court's website at www.nysb.uscourts.gov (the official website for the Bankruptcy Court), by clicking on "Directories" on the left hand side, and then clicking on "Telephonic Appearance Provider." A Claimant must also provide prior written notice by mail or e-mail of the Claimant's telephonic appearance to (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Edward Wu, Esq. (edward.wu@weil.com)) and (ii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq. (lmacksoud@kramerlevin.com)).

If a Claimant does not oppose the disallowance and expungement of the Claimant's claim, then the Claimant does not need to file a Response or appear at the Hearing.

PLEASE TAKE FURTHER NOTICE THAT the Hearing on the Objection is scheduled to be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Courtroom No. 621 of the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on **February 3, 2011 at 9:45 a.m. (Eastern Time)**. If a Claimant

files a Response to the Objection, the Claimant should plan to appear at the Hearing either in person or telephonically. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Claimant's claim. If the Debtors do continue the Hearing with respect to the Claimant's claim, then the Hearing will be held at a later date. If the Debtors do not continue the Hearing with respect to the Claimant's claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE THAT the deadline to submit a Response is **January 27, 2011 at 4:00 p.m. (Eastern Time)**. Only those Responses that are timely will be considered at the Hearing. A Claimant's Response will be deemed timely only if it is: (a) filed with the Bankruptcy Court electronically using the Bankruptcy Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov) before the deadline for Responses **or** (b) **actually** received on a 3.5 inch disk, in text-searchable Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format **and** in hard copy at each of the following addresses on or before the deadline for response:

- A. Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Court, One Bowling Green, Room 621, New York, New York 10004-1408;
- B. Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Joseph H. Smolinsky, Esq.); and
- C. Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq.).

A Claimant's response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and the number of the Objection to which the response is directed; (ii) the name of the

Claimant and description of the basis for the amount of the claim; (iii) a concise statement setting forth the reasons why the claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to the Claimant's response, if different from that presented in the proof of claim; and (vi) the name, address, and telephone number of the person that can be contacted in connection with the Objection.

If a Claimant has any questions about this notice or the Objection, please contact the Debtors at **1-800-414-9607**. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIM.

PLEASE TAKE FURTHER NOTICE THAT the Court may grant the relief requested in the Objection without further notice or a hearing if a Claimant fails to file a timely Response or appear at the Hearing.

Dated: New York, New York
December 22, 2010

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DEBTORS' 128TH OMNIBUS OBJECTION TO CLAIMS
(Duplicate Debt Claims)

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS THAT ARE THE SUBJECT OF THIS OBJECTION SHOULD LOCATE THEIR NAMES AND
CLAIMS ON EITHER THE EXHIBIT ATTACHED TO THIS OBJECTION OR ON THEIR PERSONALIZED
NOTICE.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its
affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully represent:

Relief Requested

1. The Debtors are now in the process of soliciting acceptances of the Debtors' Amended Joint Chapter 11 Plan (ECF No. 8015) (as may be amended, modified or supplemented from time to time, the "**Plan**") and intend to make distributions to their creditor upon confirmation of the Plan.¹ To that end, the Debtors need to reconcile their claims register which includes certain claims filed on behalf of individual holders of Debt Claims (as defined hereafter) whose claims have already been accounted for in the Plan. In other words, absent this Objection, certain holders of Debt Claims would be accounted for multiple times – both for solicitation of acceptances of the Plan and for receiving distributions under the Plan.

2. Because the Debt Claims have been allowed under the Plan, individual proofs of claim on account of the same obligation must be expunged from the Debtors' claims register subject to confirmation of the Plan. "In bankruptcy, multiple recoveries for an identical injury are generally disallowed." *In re Finley, Kumble, Wagner, Heine, Underberg, Manley, Myerson, & Casey*, 160 B.R. 882, 894 (Bankr. S.D.N.Y. 1993) ("to allow one creditor to assert two dollars in claims for every one dollar of loss from the same debtor violates principles of ratable distribution and offends notions of uniform treatment for creditors") (quoting *In re Chateaugay Corp.*, 130 B.R. 690, 698 (S.D.N.Y. 1991).

3. The Debtors file this 128th omnibus objection to claims (the "**128th Omnibus Objection to Claims**") pursuant to section 502(b) of title 11, United States Code (the "**Bankruptcy Code**"), and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the

¹ A hearing to consider confirmation of the Plan has been scheduled for March 3, 2011.

“Bankruptcy Rules”), seeking entry of an order disallowing and expunging the claims listed on **Exhibit “A”** annexed hereto, subject to confirmation of the Plan.²

4. The Debtors have examined the proofs of claim identified on Exhibit “A” and believe that although the type of Debt Claims cannot be specifically identified, the proofs of claim listed under the heading *“Claims to be Disallowed and Expunged”* (collectively, the **“Duplicate Debt Claims”**) are duplicative of either (a) Wilmington Trust Bond Debt Claims (as defined below), or (b) Eurobond Deutsche Debt Claims (as defined below), or (c) the IRB Debt Claims (as defined below), as such are fixed and allowed under the Debtors’ Plan.

5. This 128th Omnibus Objection to Claims does not affect the ability of an Individual Bondholder (as hereinafter defined) to receive distributions on account of the Plan. Further, the Debtors reserve all their rights to object on any other basis to any Duplicate Debt Claim as to which the Court does not grant the relief requested herein.

Jurisdiction

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

7. Prior to the commencement of these chapter 11 cases on June 1, 2009 (the **“Commencement Date”**), the Debtors had issued, among other debt instruments, (i) 24 tranches of debentures (the **“Wilmington Trust Bond Debt Claims”**) of which approximately \$22.86 billion in principal amount remained outstanding as of the Commencement Date, (ii) two series

² Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

of notes under a fiscal and paying agency agreement (the “**Eurobond Deutsche Debt Claims**”) of which approximately \$3.51 billion in principal amount remained outstanding as of the Commencement Date, and (iii) seven series of industrial revenue bonds (the “**IRB Debt Claims**,” and together with the Wilmington Trust Bond Debt Claims and the Eurobond Deutsche Debt Claims, the “**Debt Claims**,” and the holders of the Debt Claims, the “**Individual Bondholders**”).

8. On the Commencement Date, four of the Debtors (the “**Initial Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)⁴ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026 (REG). On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

9. On September 16, 2009, this Court entered an order (ECF No. 4079) establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors’ cases, including governmental units. On December 2, 2009, this Court entered an order (ECF No. 4586) establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the REALM/ENCORE Debtors’ cases (except governmental

³ The Initial Debtors are Motors Liquidation Company (f/k/a General Motors Corporation), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

⁴ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established June 1, 2010 as the deadline to file proofs of claim).

10. Among the tens of thousands of proofs of claim the Debtors received, approximately 24,000 proofs of claim have been filed by claimants seeking the repayment of principal, interest, and fees and expenses that relate to either (i) the Wilmington Trust Bond Debt Claims, (ii) the Eurobond Deutsche Debt Claims, and/or the (iii) the IRB Debt Claims. The Debtors believe that all of the Debt Claims filed by Individual Bondholders are duplicative of the claims allowed by the Debtors pursuant to the Debtors' Plan even though the Debtors cannot identify from the proofs of claim what type of Debt Claims are involved. Nevertheless, the Debtors request that the Duplicate Debt Claims be expunged from the Debtors' claims register subject to the Debtors' Plan being confirmed.

(a) **The Wilmington Trust Bond Debt Claims**

11. As of the Commencement Date, the Debtors were a party to two indentures (collectively, the "**WTC Indentures**"):

- (i) the Indenture, dated as of November 15, 1990, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., as such Indenture may have been amended, supplemented, or modified (the "**1990 Indenture**"), pursuant to which (a) \$299,795,000 of 9.40% Debentures due July 15, 2021 were issued on July 22, 1991, (b) \$600,000,000 of 8.80% Notes due March 1, 2021 were issued on March 12, 1991, (c) \$500,000,000 of 7.40% Debentures due September 1, 2025 were issued on September 11, 1995, (d) \$15,000,000 of 9.40% Medium Term Notes due July 15, 2021 were issued on July 22, 1991, and (e) \$48,175,000 of 9.45% Medium Term Notes due November 1, 2011 were issued on December 21, 1990, and
- (ii) the Indenture, dated as of December 7, 1995, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., as such Indenture may have been amended, supplemented, or modified (the "**1995 Indenture**"), pursuant to which (a) \$377,377,000 of 7.75% Discount Debentures due March 15, 2036 were issued on March 20, 1996, (b) \$500,000,000 of 7.70% Debentures due April 15, 2016 were issued on April 15, 1996, (c) \$400,000,000 of 8.10% Debentures due June 15,

2024 were issued on June 10, 1996, (d) \$600,000,000 of 6.75% Debentures due May 1, 2028 were issued on April 29, 1998, (e) \$1,500,000,000 of 7.20% Notes due January 15, 2011 were issued on January 11, 2001, (f) \$575,000,000 of 7.25% Quarterly Interest Bonds due April 15, 2041 were issued on April 30, 2001, (g) \$718,750,000 of 7.25% Senior Notes due July 15, 2041 were issued on July 9, 2001, (h) \$690,000,000 of 7.375% Senior Notes due October 1, 2051 were issued on October 3, 2001, (i) \$875,000,000 of 7.25% Senior Notes due February 15, 2052 were issued on February 14, 2002, (j) \$1,150,000,000 of 4.50% Series A Convertible Senior Debentures due March 6, 2032 were issued on March 6, 2002, (k) \$2,600,000,000 of 5.25% Series B Convertible Senior Debentures due March 6, 2032 were issued on March 6, 2002, (l) \$1,115,000,000 of 7.375% Senior Notes due May 15, 2048 were issued on May 19, 2003, (m) \$425,000,000 of 7.375% Senior Notes due May 23, 2048 were issued on May 23, 2003, (n) \$3,000,000,000 of 8.375% Senior Debentures due July 15, 2033 were issued on July 3, 2003, (o) \$4,300,000,000 of 6.25% Series C Convertible Senior Debentures due July 15, 2033 were issued on July 2, 2003, (p) \$1,250,000,000 of 8.250% Senior Debentures due July 15, 2023 were issued on July 3, 2003, (q) \$1,000,000,000 of 7.125% Senior Notes due July 15, 2013 were issued on July 3, 2003, (r) \$720,000,000 of 7.50% Senior Notes due July 1, 2044 were issued on June 30, 2004, and (s) \$1,500,000,000 of 1.50% Series D Convertible Senior Debentures due June 1, 2009 were issued on May 31, 2007

12. Prior to the expiration of the Debtors' bar date, Wilmington Trust Company ("**WTC**") filed two global proofs of claim: (i) Proof of Claim No. 65793 ("**Claim 65793**"), in its capacity as successor indenture trustee of the 1990 Indenture; and (ii) Proof of Claim No. 65729 ("**Claim 65729**"), in its capacity as successor indenture trustee of the 1995 Indenture.

13. The amounts asserted by WTC in Claim 65793 and Claim 65729 have been reconciled and allowed under a stipulation, approved and entered by the Court on August 9, 2010 (the "**WTC Stipulation**") (ECF No. 6595),⁵ a copy of which is annexed hereto as **Exhibit "B."** The WTC Stipulation was signed by the Debtors, WTC, and Citibank, N.A., solely in its

⁵ After the entry of the WTC Stipulation, WTC, Citibank (as defined below), and the Debtors have agreed to modify the amounts asserted by WTC in Claim 65793 and Claim 65729 to exclude the applicable original initial discount attributable to each debt instrument. The total allowed amounts have been revised and reflected in the Debtors' Plan.

capacity as paying agent under the 1990 Indenture and 1995 Indenture (in such capacity, “**Citibank**”), and allowed (i) Claim 65793 in the amount of \$1,419,471,545.22 (subject to appropriate reserve and/or reduction in connection with any Court-authorized setoff exercised by Individual Bondholders) and (ii) Claim 65729 in the amount of \$21,928,183,895.36 (subject to appropriate reserve and/or reduction in connection with any Court-authorized setoff exercised by Individual Bondholders).⁶ Prior to entry of the WTC Stipulation, WTC sent out a notice to all affected Individual Bondholders notifying them of the pending approval by the Court of the WTC Stipulation.

14. Moreover, Section 4.3(e) of Article IV of the Plan, entitled “*Treatment of Claims and Equity Interests*,” provides in pertinent part that:

The [Wilmington Trust Bond Debt] Claims shall be Allowed in the respective amounts listed next to each Indenture set forth in Exhibit “F” annexed hereto (the “**Fixed Allowed Note Claims**”).⁷ The Fixed Allowed Note Claims shall override and supersede (i) any individual Claims filed by Registered Holders or beneficial owners of debt securities with respect to the Note Claims and (ii) solely with respect to the Allowed amount of the Note Claims, any stipulation or agreement between the Debtors and any Indenture Trustee, Registered Holder, or beneficial owner of the debt securities with respect to the Note Claims. For the avoidance of doubt, the terms of any stipulation or agreement between the Debtors and any Indenture Trustee, Registered Holder, or beneficial owner of debt securities with respect to the Note Claims shall continue in full force and effect except with respect to the Allowed amount of the Note Claims contained therein. Distributions to holders of Note Claims shall be made in accordance with Section 5.3(b) hereof.

⁶ As mentioned above, WTC, Citibank, and the Debtors have agreed to modify the amounts asserted by WTC in Claim 65793 and Claim 65729 to exclude the applicable original initial discount attributable to each debt instrument. The total allowed amounts have been revised and reflected in the Debtors’ Plan.

⁷ A copy of the list with the Fixed Allowed Note Claims is annexed herein as **Exhibit “C.”**

(b) **The Eurobond Deutsche Debt Claims**

15. As of the Commencement Date, the Debtors were a party to a Fiscal and Paying Agency Agreement, dated as of July 3, 2003, by and between General Motors Corporation (now known as MLC), as issuer, Deutsche Bank AG London, as fiscal agent, and Bank Général du Luxembourg S.A., as paying agent (the “**Fiscal and Paying Agency Agreement**”). Under the Fiscal and Paying Agency Agreement, the Debtors issued €1,000,000,000 of 7.5% unsecured notes due 2013 and €1,500,000,000 of 8.375% unsecured notes due 2033. As of the Commencement Date, the principal amount outstanding under the Fiscal and Paying Agency Agreement was, in U.S. dollars, approximately \$3.51 billion.

16. There is no indenture trustee for the Eurobond Deutsche Debt Claims. Nevertheless, the Debtors’ Plan, provides that a claim based on the Fiscal and Paying Agency Agreement will be allowed in the amount of \$3,772,694,419, which is equal to outstanding principal plus accrued and unpaid interest as of, and based on the currency conversation rate on, June 1, 2009 (the Commencement Date). The Plan further provides that such amount will override and supersede any individual claims filed by record holders or beneficial owners of the affected debt securities.

17. Specifically, Section 4.3(f) of Article IV of the Plan, entitled “*Treatment of Claims and Equity Interests*,” provides in pertinent part that:

The Eurobond Claims under (i) that certain Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among General Motors Corporation, Deutsche Bank AG London, and Banque Générale du Luxembourg S.A. shall be Allowed in the amount of \$3,772,694,419 and (ii) that certain Bond Purchase and Paying Agency Agreement, dated May 28, 1986, between General Motors Corporation and Credit Suisse, shall be Allowed in the amount of \$15,745,690 (together, the “**Fixed Allowed Eurobond Claims**”). The Fixed Allowed Eurobond Claims shall override and supersede any individual Claims filed by

Registered Holders or beneficial owners of debt securities with respect to the Eurobond Claims.

(c) **The IRB Debt Claims**

18. As of the Commencement Date, MLC, as issuer, and Law Debenture Trust Company of New York (“**LDTC**”), as successor indenture trustee, were parties to the following seven indentures (collectively, the “**IRB Indentures**” and each, an “**IRB Indenture**”):

- (i) the Indenture of Trust, dated as of July 1, 1999, pursuant to which \$10,000,000 aggregate principal amount of City of Moraine, Ohio, Solid Waste Disposal Revenue Bonds (General Motors Corporation Project), Series 1999 were issued and outstanding;
- (ii) the Indenture of Trust, dated as of July 1, 1994, pursuant to which \$12,500,000 aggregate principal amount of City of Moraine, Ohio, Solid Waste Disposal Revenue Bonds (General Motors Corporation Project) Series 1994 were issued and outstanding;
- (iii) the Trust Indenture, dated as of April 1, 1984, pursuant to which \$1,400,000 aggregate principal amount of City of Indianapolis, Indiana, Pollution Control Revenue Bonds (General Motors Corporation Project), Series 1984 were issued and outstanding;
- (iv) the Trust Indenture, dated as of July 1, 1995, pursuant to which \$58,800,000 aggregate principal amount of Michigan Strategic Fund, Multi-Modal Interchangeable Rate Pollution Control Refunding Revenue Bonds (General Motors Corporation Project) Series 1995 were issued and outstanding;
- (v) the Indenture of Trust, dated as of December 1, 2002, pursuant to which \$46,000,000 aggregate principal amount of State of Ohio, Solid Waste Revenue Bonds, Series 2002 (General Motors Corporation Project) were issued and outstanding;
- (vi) the Trust Indenture, dated as of March 1, 2002, pursuant to which \$20,040,000 aggregate principal amount of State of Ohio, Pollution Control Refunding Revenue Bonds (General Motors Corporation Project) Series 2002 were issued and outstanding; and
- (vii) the Trust Indenture, dated as of December 1, 2002, pursuant to which \$31,000,000 aggregate principal amount of City of Fort Wayne, Indiana, Pollution Control Revenue Refunding Bonds (General Motors Corporation Project), Series 2002 were issued and outstanding.

19. Prior to the expiration of the Debtors' bar date, LDTC filed seven global proofs of claim --one for each applicable IRB Indenture-- on behalf of all holders of bonds issued under the IRB Indentures.

20. Here, again, not only are the applicable Individual Bondholders covered under the proofs of claim filed by LDTC but also under the Debtors' Plan which in Section 4.3(e) of Article IV of the Plan, provides in pertinent part that:

The [IRB Debt] Claims shall be Allowed in the respective amounts listed next to each Indenture set forth in Exhibit "F" annexed hereto (the "**Fixed Allowed Note Claims**").⁸ The Fixed Allowed Note Claims shall override and supersede (i) any individual Claims filed by Registered Holders or beneficial owners of debt securities with respect to the Note Claims and (ii) solely with respect to the Allowed amount of the Note Claims, any stipulation or agreement between the Debtors and any Indenture Trustee, Registered Holder, or beneficial owner of the debt securities with respect to the Note Claims. For the avoidance of doubt, the terms of any stipulation or agreement between the Debtors and any Indenture Trustee, Registered Holder, or beneficial owner of debt securities with respect to the Note Claims shall continue in full force and effect except with respect to the Allowed amount of the Note Claims contained therein. Distributions to holders of Note Claims shall be made in accordance with Section 5.3(b) hereof.

The Relief Requested Should Be Approved by the Court

21. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). If an objection refuting at least one of the claim's essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

⁸ As mentioned above copy of the list with the Fixed Allowed Note Claims is annexed herein as Exhibit "C."

22. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). The Debtors cannot be required to pay on the same claim more than once. *See, e.g., In re Finley*, 160 B.R. at 894. The Debtors have reviewed the proofs of claim identified on Exhibit “A” and, although the type of Debt Claim cannot be identified, the Debtors believe them to be duplicative of either (a) Wilmington Trust Bond Debt Claims, (b) Eurobond Deutsche Debt Claims, or (c) the IRB Debt Claims, as such are fixed and allowed under the Debtors’ Plan. Moreover, the Debtors have no way of confirming that any of the Individual Bondholders are, in fact, beneficial holders of a debt instrument on the relevant dates.

23. To avoid the possibility of multiple recoveries by the Individual Bondholders, the Debtors request that the Court disallow and expunge in their entirety the Duplicate Debt Claims subject to Confirmation of the Plan. Individual Bondholders, to the extent they are beneficial bondholders as of the record date under the Debtors’ Plan, will receive distributions either from (i) WTC in its capacity as indenture trustee, (ii) from Euroclear Bank or another clearing agency after surrendering their securities to Deutsche Bank AG London, in its capacity as the fiscal and paying agent under the Fiscal and Paying Agency Agreement, or (iii) LDTC in its capacity as indentures trustee under the IRB Indentures.

Notice

24. Notice of the 128th Omnibus Objection to Claims has been provided to each claimant listed on Exhibit “A” by virtue of the individualized notice transmitted in accordance with the Supplemental Procedures Order and parties in interest in accordance with the Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated August 24, 2010 (ECF No.

6750). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

25. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
December 22, 2010

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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767 Fifth Avenue
New York, New York 10153
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Attorneys for Debtors
and Debtors in Possession

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
MARK W ALPERT & JUDITH L ALPERT 2431 CASTLE HEIGHTS AVE LOS ANGELES, CA 90034	23480	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MARSHALL SHERMAN 432 HOMESTEAD DRIVE WEST CHESTER, PA 19382 UNITED STATES OF AMERICA	7292	Motors Liquidation Company	\$23,000.00	Duplicate Debt Claim	Pgs. 1-5
MARTHA STERLING 1200 MILLS AVE BURLINGAME, CA 94010	8004	Motors Liquidation Company	\$11,250.00	Duplicate Debt Claim	Pgs. 1-5
MARTIN LISS, IRA 20 WEST 64 STREET APT 31L NEW YORK, NY 10023	1779	Motors Liquidation Company	\$20,210.50 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MARY ALICE SMITH CGM IRA CUSTODIAN MARY ALICE SMITH 9097 E 580 ROAD CATOOSA, OK 74015	15640	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY AND ARTHUR IOVINO 846 DUNCAN DRIVE WESTBURY, NY 11590	14733	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY ANN BERNIER 707 RADIAL DR BETHANY BEACH, DE 19930	33046	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY BLANCHE CASHMORE IRA 14915 WOODBRIAR DRIVE DALLAS, TX 75248	18887	Motors Liquidation Company	\$7,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY C SCHAEFER TOD ACCOUNT 3330 FELICITY DRIVE CINCINNATI, OH 45211	3806	Motors Liquidation Company	\$6,000.00	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MARY E KAISER 17024 CADBURY CIRCLE APT# 237 LEWES, DE 19958	17583	Motors Liquidation Company	\$5,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY ELLEN KLEIN TOD BENEFICIARY ON FILE 41110 FOX RUN RD #T13 HICKORY GROVE NOVI, MI 48377	10497	Motors Liquidation Company	\$24,698.75	Duplicate Debt Claim	Pgs. 1-5
MARY FRANCES HOLDEN 4837 SPRUCE PINE WAY NORTH RIDGEVILLE, OH 44039	8409	Motors Liquidation Company	\$7,500.00	Duplicate Debt Claim	Pgs. 1-5
MARY GILMAN TTEE MARY GILMAN TR U/A DTD 08/13/1998 3800 BRADFORD ST SPC 193 LA VERNE, CA 91750	13918	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY JUANITA ROWE RR1 BOX 305 JASONVILLE, IN 47438	9148	Motors Liquidation Company	\$5,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY K MCEWEN 7860 E M 21 CORUNNA, MI 48817	8289	Motors Liquidation Company	\$28,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY K REYNOLDS CHARLES SCHWAB & CO INC CUST IRA ROLLOVER DTD 05/30/2000 4311 NIGHTBIRD WAY REDDING, CA 96001	45074	Motors Liquidation Company	\$65,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY K. WRIGHT BENE IRA IRENE G. MCKNIGHT DECD FCC AS CUSTODIAN 10812 FANDOR ST. FORT WORTH, TX 76108	63332	Motors Liquidation Company	\$260.00	Duplicate Debt Claim	Pgs. 1-5
MARY KATHERINE STEINAM AND KIM TAMARA MICHAELS JTWROS 4206 SUNRAY LANE LA MESA, CA 91941	9548	Motors Liquidation Company	\$11,810.00	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MARY L KLINGER & MARY L KLINGER & ROBERT J KLINGER JTWROS 3701 WOODBRIDGE DR HARRISBURG, PA 17110	8190	Motors Liquidation Company	\$5,501.60	Duplicate Debt Claim	Pgs. 1-5
MARY LOU BIERBORN IRA FCC AS CUSTODIAN C/O CRAIG & SMITH LLP 1305 12TH ST. ELDORA, IA 50627	15826	Motors Liquidation Company	\$54,000.00	Duplicate Debt Claim	Pgs. 1-5
MARY MARLENE MATURI 1835 HIGHLAND GROVE DR DEL RAY BEACH, FL 33445	14670	Motors Liquidation Company	\$26,502.00	Duplicate Debt Claim	Pgs. 1-5
MARY VIRGINIA HARRIS TRUST WALTER WAYNE BURTON TRUSTEE OF THE RESIDUAM TRUST U/W OF MARY VIRGINIA HARRIS 712 FORBES ST FALMOUTH, VA 22405	14425	Motors Liquidation Company	\$5,000.00	Duplicate Debt Claim	Pgs. 1-5
MAURICE CASKEY CGM IRA ROLLOVER CUSTODIAN 14430 CALLEJON MUSICA SAN DIEGO, CA 92129	13291	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MAURICE R CASKEY 14430 CALLEJON MUSICA SAN DIEGO, CA 92129	13292	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MEDICAL ARTS PHARMACY ATTN MATT 2515 E HUNTSVILLE RD FAYETTEVILLE, AR 72701	7564	Motors Liquidation Company	\$3,750.00	Duplicate Debt Claim	Pgs. 1-5
MEDSECURITIES INVESTMENT SAL 482 CLEMENCEUA STR PO BOX 11-348 11072030 RIAD EL SOLH BEIRUT LEBANON , LEBANON	29681	Motors Liquidation Company	\$250,000.00	Duplicate Debt Claim	Pgs. 1-5
MELVIN GOLDSTEIN PO BOX 740964 BOYNTON BEACH, FL 33474	48456	Motors Liquidation Company	\$20,756.00	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MERRILL LYNCH FBO RICHARD GREENBERG IRA 2151 ROCKCRESS WAY GOLDEN, CO 80401	12969	Motors Liquidation Company	\$84,849.01	Duplicate Debt Claim	Pgs. 1-5
MICHAEL ANDERSON & LINDA ANDERSON JTWROS 810 BILLE ROAD PARADISE, CA 95969	62608	Motors Liquidation Company	\$1,900.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL CEASAR FRANCINE CEASAR JTWROS 14 MARLOWE CT GALLOWAY, NJ 08205	4837	Motors Liquidation Company	\$4,062.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL D BLAES 5334 COTTONWOOD CLUB CIR SALT LAKE CTY, UT 84117	2722	Motors Liquidation Company	\$50,000.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL HOLSTEN 913 PLANTATION BLVD SIKESTON, MO 63801 UNITED STATES OF AMERICA	67730	Motors Liquidation Company	\$4,022.52	Duplicate Debt Claim	Pgs. 1-5
MICHAEL J JAMES 1983 BELWOOD DRIVE OKEMOS, MI 48864	2544	Motors Liquidation Company	\$50,000.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL J TIMURE DIANE M TIMURE 5379 REGENCY DR PARMA, OH 44129	14738	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL KARP CHARLES SCHWAB & CO INC CUST IRA CONTRIBUTORY 11 HAWTHORNE CT C CENTERPORT, NY 11721	39036	Motors Liquidation Company	\$50,000.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL KOFLANOVICH TOD ACCOUNT 1100 DAYTONA AVENUE HOLLY HILL, FL 32117	2552	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL KOPANIC LIVING TRUST UA 11/4/96 250 RICHARDS DR YOUNGSTOWN, OH 44505	36951	Motors Liquidation Company	\$62,500.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED					
MICHAEL MARCUS IRA 20983 WAVEVIEW DR TOPANGA, CA 90290	9146	Motors Liquidation Company	\$91,684.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL R CAREY & FRANCES S CAREY 2490 OLD SALEM CIR CONYERS, GA 30013	5303	Motors Liquidation Company	\$600.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL R MIDDLETON 15016 HIGHWAY 151 JEFFERSON, SC 29718	4969	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MICHAEL SALICA 133 SO COLLIER BLVD #505 MARCO ISLAND, FL 34145	12977	Motors Liquidation Company	\$7,609.38	Duplicate Debt Claim	Pgs. 1-5
MICHELLE SULLIVAN UNITED STATES OF AMERICA	29577	Motors Liquidation Company	\$11,200.00	Duplicate Debt Claim	Pgs. 1-5
MIKE & NATALIE MAGULA 1554 JUNIPER COURT HERMITAGE, PA 16148	8012	Motors Liquidation Company	\$50,000.00	Duplicate Debt Claim	Pgs. 1-5
MILDRED DERMODY TOD J A FARRELL T E DERMODY, D G DERMODY SUBJECT TO STA RULES 2350 REDWOOD RD UNIT 110 NAPA, CA 94558	62529	Motors Liquidation Company	\$25,921.00	Duplicate Debt Claim	Pgs. 1-5
MILDRED JESSE 5106 ROMAN DR FERNCREEK, KY 40291	12959	Motors Liquidation Company	\$8,462.50	Duplicate Debt Claim	Pgs. 1-5
MILDRED M FERNSLER/CRAIG E FERNSLER JT TEN 2261 CHARLES ST GLENSIDE, PA 19038	4984	Motors Liquidation Company	\$1,275.00	Duplicate Debt Claim	Pgs. 1-5
MILTON L MEYER 10864 284TH LANE ARKANSAS CITY, KS 67005	6392	Motors Liquidation Company	\$900.00	Duplicate Debt Claim	Pgs. 1-5

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(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

MITCHELL FAMILY TR ALBERT MITCHELL TTEE U/A DTD 01/04/1991 ACCOUNT B 2617 KNOLLWOOD ROAD CAMERON PARK, CA 95682	4482	Motors Liquidation Company	\$33,000.00	Duplicate Debt Claim	Pgs. 1-5
ML GREGORY 3415 APPLE VALLEY DALLAS, TX 75234	3177	Motors Liquidation Company	\$200,000.00	Duplicate Debt Claim	Pgs. 1-5
MLPF & S CUST FBO MR GERALD A WOLK DEC'D IRA C/O FRANCES NEWMAN 1304 POINTE GATE DR LIVINGSTON, NJ 07039	8511	Motors Liquidation Company	\$24,838.00	Duplicate Debt Claim	Pgs. 1-5
MORGAN STANLEY M S & CO C/F MARION BEVERIDGE IRA DTD 6/19/96 704 E RIDGE VILLAGE DR MIAMI, FL 33157	9269	Motors Liquidation Company	\$24,000.00	Duplicate Debt Claim	Pgs. 1-5
MORGAN STANLEY C/O BEVERLY KRASNO 13888 RED MANGROVE DR ORLANDO, FL 32828	15657	Motors Liquidation Company	\$40,000.00	Duplicate Debt Claim	Pgs. 1-5
MORGAN STANLEY-SMITH BARNEY HOWARD KAPLUS IRA STANDARD 04/24/08 PO BOX 340 NEW YORK, NY 10008	2474	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MR EUGENE GAISSER 27 MARSHALL RD RIDGEFIELD, CT 06877	12552	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MR IRA S HARRIS CGM IRA BENEFICIARY CUSTODIAN BEN OF JOAN HARRIS 2729 CLAUDIA COURT BELLMORE, NY 11710	11739	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MR JEFFREY G SPEARS 10302 SAGEYORK DR HOUSTON, TX 77089	4862	Motors Liquidation Company	\$11,000.00	Duplicate Debt Claim	Pgs. 1-5
MR JOHN J FIORE 10 GOLD RD WAPPINGERS FALLS, NY 12590	69781	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MR MICHAEL MORRIN AND DIANE MORRIN DIANE MORRIN JT WROS 2011 EAST 34 STREET BROOKLYN, NY 11234	12551	Motors Liquidation Company	\$1,000.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MR RICHARD GREENBERG 2151 ROCKCRESS WAY GOLDEN, CO 80401	13676	Motors Liquidation Company	\$14,137.25	Duplicate Debt Claim	Pgs. 1-5
MR RONALD D CUTRO MRS MARIA F CUTRO 47 JEWETT AVE TENAFLY, NJ 07670	63951	Motors Liquidation Company	\$10,101.00	Duplicate Debt Claim	Pgs. 1-5
MR RONALD D SANDS MRS JANET M SANDS 839 N LYNN DR ORANGE, CA 92867	37002	Motors Liquidation Company	\$9,375.00	Duplicate Debt Claim	Pgs. 1-5
MR SOL BAIN 1018 ELLESMERE A DEERFIELD BEACH, FL 33442	14423	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MR STEVEN L KLEMME CGM IRA CUSTODIAN 3 CHEMIN DE LA VIGNE 1197 PRANGINS SWITZERLAND , SWITZERLAND	10255	Motors Liquidation Company	\$35,000.00	Duplicate Debt Claim	Pgs. 1-5
MR WILLIAM MACINTOSH 511 HARDING AVE W HEMPSTEAD, NY 11552	5352	Motors Liquidation Company	\$2,530.38	Duplicate Debt Claim	Pgs. 1-5
MR WILLIAM F STICKLES AND MRS JANICE B STICKLES JTWROS 107 BLUE HERON WAY SEBASTIAN, FL 32958	64357	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MR YOCK HUA CHOO MS GEK CHEOK SIM 79 LUCKY GARDENS SINGAPORE 467707 , SINGAPORE	69299	Motors Liquidation Company	\$100,000.00	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MRS CAROL MORSE 1002 E COLBY ST WHITEHALL, MI 49461	6407	Motors Liquidation Company	\$7,978.45	Duplicate Debt Claim	Pgs. 1-5
MRS CATHERINE R HARKIN 11051 BUSTLETON AVE PHILADELPHIA, PA 19116	28000	Motors Liquidation Company	\$3,400.00	Duplicate Debt Claim	Pgs. 1-5
MRS ENID BROT CGM IRA CUSTODIAN DTD 02/19/86 2714 OAKMONT WESTON, FL 33332	62501	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MRS ESTHER MONTABETTI 7230 NW 8TH COURT MARGATE, FL 33063	44675	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MRS M WYTEN 44 SPRINGFIELD AVE T4N 0C7 RED DEAR AB CANADA , CANADA	20153	Motors Liquidation Company	\$2,541.00	Duplicate Debt Claim	Pgs. 1-5
MRS. DOUGLAS ANN SLUSHER 4729 BARCLAY SQUARE ROANOKE, VA 24018	26608	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MRS. MARILYN L MACINTOSH 511 HARDING AVENUE WEST HEMPSTEAD, NY 11552	5227	Motors Liquidation Company	\$2,530.38	Duplicate Debt Claim	Pgs. 1-5
MS & CO C/O JOSEPH CASTELLANO 338 SANDSTONE RD BUDD LAKE, NJ 07828	8794	Motors Liquidation Company	\$6,000.00	Duplicate Debt Claim	Pgs. 1-5
MS & CO C/F ANN MORGAN BROCK IRA STD/ROLLOVER DTD 3/14/91 1513 SYLVAN DR ARLINGTON, TX 76012	45564	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MS & CO C/F JACQUELINE KIBIN 16819 ASPEN WAY SOUTHGATE, MI 48195	65283	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MS FRANCINE MUCHNICK MR EUGENE MUCHNICK TTEE U/A/D 10-19-1999 FBO FRANCINE MUCHNICK INTERVIV 7967 EXETER BLVD WEST FT LAUDERDALE, FL 33321	9417	Motors Liquidation Company	\$100,000.00	Duplicate Debt Claim	Pgs. 1-5
MS MARITA C GARIN PO BOX 503 BLACK MTN, NC 28711	3850	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F MICHAEL F LUKETINA IRA STANDARD DATED 03/06/86 745 SOUTH SHERIDAN ST PHILADELPHIA, PA 19147	2494	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F KAZUKO MOWSON IRA STD SPOUSAL DTD 01/24/92 32160 SW 196 AVE HOMESTEAD, FL 33030	4206	Motors Liquidation Company	\$15,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JAMES G MOWSON IRA ROLLOVER DATED 01/21/92 32160 SW 196 AVE HOMESTEAD, FL 33030	4207	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F H R HOFFA IRA ROLLOVER DATED 12/09/93 14314 OAK BROOK DRIVE URBANDALE, IA 50323	4377	Motors Liquidation Company	\$5,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JACK S OBRIEN IRA STD/ROLLOVER DTD 02/02/87 12942 BROWNING AVE SANTA ANA, CA 92705	4598	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JORGE LUIS SAUMELL IRA ROLLOVER DATED 12/09/02 6247 SW 10TH ST MIAMI, FL 33144	4654	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F MARTHA L WALLINGFORD IRA ROLLOVER DATED 07/13/99 3814 VICTORIA AVE BALTIMORE, MD 21244	4658	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MS&CO C/F KEN FIRMIN IRA ROLLOVER DATED 07/11/03 6911 PEACE RIVER SPRING, TX 77379	5595	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JOEL PERLMUTER IRA STANDARD DATED 08/27/97 19 HICKORY IRVINE, CA 92614	6167	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JOEL PERLMUTER IRA STANDARD DATED 04/14/97 19 HICKORY IRVINE, CA 92614	6168	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JUDITH KENNEY IRA STANDARD/SEP DTD 08/06/96 910 OLIVE COURT MARCO ISLAND, FL 34145	6487	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F DAVEY LEE YOFFEE IRA STD/ROLLOVER DTD 06/17/87 8725 SW 94 AVENUE MIAMI, FL 33173	7043	Motors Liquidation Company	\$25,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F BEVERLY STEPHENS ATTN V SAITO IRA STANDARD DATED 01/16/09 4135 SW COMUS ST PORTLAND, OR 97219	8575	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F JOSEPH P CASTELLANO IRA STANDARD DATED 06/04/98 338 SAND SHORE ROAD BUDD LAKE, NJ 07828	8795	Motors Liquidation Company	\$13,009.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F MICHAEL DE NARVAEZ IRA ROLLOVER DATED 04/15/94 1280 S ALHAMBRA CIRCLE UNIT 1204 CORAL GABLES, FL 33146	10185	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F DEBORAH TARLOW IRA STANDARD DATED 04/02/08 5 TALLWOODS ROAD ARMONK, NY 10504	10787	Motors Liquidation Company	\$20,000.00	Duplicate Debt Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

MS&CO C/F GARY NIDIFFER IRA ROLLOVER DATED 12/17/08 410 GRAYSON TRAIL HOGANSVILLE, GA 30230	11487	Motors Liquidation Company	\$50,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F MARION SCHILE IRA STANDARD DATED 07/21/08 12 DEEFIELD CT PALM COAST, FL 32137	11508	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F MYRON NEWMAN IRA STANDARD DATED 02/03/00 16553 BOCA DELRAY DR DELRAY BEACH, FL 33484	12172	Motors Liquidation Company	\$0.00 Unliquidated	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F RICHARD COHEN IRA STANDARD DATED 10/25/07 4046 TOWNSHIP LINE ROAD COLLEGEVILLE, PA 19426	13050	Motors Liquidation Company	\$10,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F ROSINA SCHOLZ IRA STANDARD DATED 04/10/08 11 HAWTHORN HILL TOLLAND, CT 06084	13673	Motors Liquidation Company	\$40,000.00	Duplicate Debt Claim	Pgs. 1-5
MS&CO C/F WANDA HICKS ROTH IRA DATED 01/07/03 2622 PINTO COMMERCE TOWNSHIP, MI 48382	14438	Motors Liquidation Company	\$15,000.00	Duplicate Debt Claim	Pgs. 1-5

Exhibit B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**STIPULATION AND AGREED ORDER
AMONG THE DEBTORS, WILMINGTON TRUST COMPANY,
AND CITIBANK, N.A., SOLELY IN ITS CAPACITY AS PAYING AGENT,
REGARDING PROOFS OF CLAIM NOS. 47871, 47872, 65729, 65793, AND 66723**

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), Wilmington Trust Company as successor indenture trustee (“**WTC**”), and Citibank, N.A., solely in its capacity as paying agent under the 1990 Indenture and 1995 Indenture (as defined below) (in such capacity, “**Citibank**”), together with the Debtors and WTC, the “**Parties**”), by and through their respective undersigned counsel, hereby enter into this Stipulation and Agreed Order (this “**Stipulation**”) and stipulate as follows:

RECITALS

A. On June 1, 2009 (the “**Commencement Date**”), certain of the Debtors commenced with this Court voluntary cases (the “**Chapter 11 Cases**”) under chapter 11 of title 11, United States Code (the “**Bankruptcy Code**”).

B. On September 16, 2009, the Court entered an order (the “**Bar Date Order**”) establishing November 30, 2009 at 5:00 p.m. (Eastern Time) (the “**General Bar Date**”) as the deadline for each person or entity (including without limitation, each individual, partnership,

joint venture, corporation, estate, or trust) to file a proof of claim (a “**Proof of Claim**”) against certain of the Debtors, including MLC, to assert any claim (as defined in section 101(5) of the Bankruptcy Code) that arose prior to the Commencement Date.

C. As of the Commencement Date, MLC, as issuer, WTC, as successor indenture trustee, and Citibank, as paying agent, were parties to (i) a Senior Indenture, dated as of December 7, 1995, as amended (the “**1995 Indenture**,” and WTC’s capacity under the 1995 Indenture, the “**1995 Trustee**”), and (ii) a Senior Indenture, dated as of November 15, 1990 (the “**1990 Indenture**,” and WTC’s capacity under the 1990 Indenture, the “**1990 Trustee**”) pursuant to which MLC issued senior unsecured debt securities.

D. Prior to the General Bar Date, WTC timely filed the following four Proofs of Claims against MLC (each, a “**WTC Claim**” and collectively, the “**WTC Claims**”):

Claim Number	Applicable Indenture	Principal Amount of Claim Plus Fees and Interest Accrued to Petition Date
65793	1990 Indenture	\$1,419,581,281.12
47871	1990 Indenture	\$1,419,581,281.12
65729	1995 Indenture	\$21,928,297,131.26
47872	1995 Indenture	\$21,928,297,131.26

E. Prior to the General Bar Date, Citibank timely filed a proof of claim against MLC in the amount of \$173,063.43 [Proof of Claim No. 66723] (the “**Citibank Claim**”).

F. WTC recognizes that it is not entitled to, and does not seek, a duplicate recovery on account of the same WTC Claim and has agreed to withdraw two of the WTC Claims, subject to the agreements set forth in this Stipulation.

STIPULATION AND ORDER

NOW, THEREFORE, EACH OF THE PARTIES HEREBY STIPULATES AND AGREES AS FOLLOWS:

1. WTC Claims numbered 47871 (filed by WTC as 1990 Trustee) and 47872 (filed by WTC as 1995 Trustee) are deemed withdrawn and WTC Claims numbered 65793 (filed by WTC as 1990 Trustee) and 65729 (filed by WTC as 1995 Trustee) shall survive.

2. With respect to principal plus interest due under the 1990 Indenture, WTC, in its capacity as the 1990 Trustee will receive and is hereby granted, on behalf of itself and the record and beneficial bondholders of debt securities issued under the 1990 Indenture an allowed general unsecured, nonpriority claim in the amount of \$1,419,471,545.22 (subject to appropriate reserve and/or reduction in connection with any setoff exercised by beneficial bondholders that is authorized by this Court) (the “**1990 Debt Claim**”) against MLC to be satisfied in accordance with any chapter 11 plan or plans confirmed in the Debtors’ Chapter 11 Cases.

3. With respect to principal plus interest due under the 1995 Indenture, WTC, in its capacity as the 1995 Trustee, will receive and is hereby granted, on behalf of itself and the record and beneficial bondholders of debt securities issued under the 1995 Indenture, an allowed general unsecured nonpriority claim in the amount of \$21,928,183,895.36 (subject to appropriate reserve and/or reduction in connection with any setoff exercised by beneficial bondholders that is authorized by this Court) (the “**1995 Debt Claim**,” together with the 1990 Debt Claim, the “**Debt Claims**”).

4. With respect to the prepetition fees and expenses incurred by WTC under the 1990 Indenture, WTC shall receive an allowed claim of \$109,735.90 (the “**1990 WTC Fee Claim**”), and with respect to the prepetition fees and expenses incurred by WTC under the 1995

Indenture, WTC shall receive an allowed claim of \$113,235.90 (the “**1995 WTC Fee Claim**,” together with the 1990 WTC Fee Claim, the “**WTC Fee Claims**”).

5. With respect to the prepetition paying agency fees and expenses incurred by Citibank under the Indentures, the Citibank Claim shall be allowed in the amount of \$162,333.71 (the “**Citibank Fees and Expenses Claim**,” together with the WTC Fee Claims, the “**Fees and Expenses Claims**”).

6. To the extent the Fees and Expenses Claims are not paid in full, in cash, pursuant to a plan of reorganization and/or liquidation of MLC, (a) the amount of such fees and expenses that remain unpaid shall constitute an allowed general unsecured, nonpriority claim against MLC held by WTC and/or Citibank, as applicable, to be satisfied in accordance with any chapter 11 plan or plans confirmed in the Debtors’ Chapter 11 Cases and (b) WTC and Citibank, pursuant to section 7.06 of the 1990 Indenture and section 7.06 of the 1995 Indenture, shall retain a charging lien with respect to its prepetition and post-petition fees and expenses on all assets or money held or collected by WTC or Citibank on account of the Debt Claims or otherwise.

7. WTC will issue a notice to the Depository Trust Company and post a notice on its website (a) notifying beneficial bondholders of the notes issued under the Indentures of the entry of the order allowing the WTC Claims and (b) notifying such bondholders that any subsequent claims objection filed by the Debtors seeking to disallow claims filed by bondholders on the grounds that such claims are duplicative of the Debt Claims being allowed under the stipulation and order will not impair bondholder’s entitlement to share in plan distributions on account of the Debt Claims in accordance with the terms of the applicable Indenture.

8. WTC agrees that it will not object to the Debtors’ filing of objections to Proofs of Claims filed by record and beneficial holders of debt securities arising out of or relating to the

1990 Indenture and/or the 1995 Indenture on the grounds that such Proofs of Claim are duplicative of the Debt Claims allowed pursuant to this Stipulation.

9. WTC waives its right to argue that the entire stated principal amount of \$377,377,000 with respect to the Discount Debentures is an allowable claim.

10. To the extent that the fees and expenses of WTC incurred after the Commencement Date are not satisfied by payment in full in cash in connection with a plan of reorganization and/or liquidation of MLC, WTC reserves the right to argue that all such fees are allowable general unsecured non-priority claims against the estate of MLC.

11. This Stipulation contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings between the Parties relating thereto.

Dated: New York, New York
August 5, 2010

/s/ Joseph H. Smolinsky
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Stephen Karotkin
Joseph H. Smolinsky

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*Attorneys for Citibank, N.A. as Paying
Agent under the 1990 and 1995 Indentures*

So Ordered this 9th day of August 2010

s/ Robert E. Gerber

United States Bankruptcy Judge

Exhibit C

FIXED ALLOWED NOTE CLAIMS**Wilmington Trust 1990 Indenture****Fixed Allowed Amount**

9.40% Debentures due July 15, 2021	\$309,680,298
8.80% Notes due March 1, 2021	\$536,202,711
7.40% Debentures due September 1, 2025	\$507,066,072
9.4% Medium-Term Notes due July 15, 2021	\$15,010,245
9.45% Medium-Term Notes due November 1, 2011	\$48,808,100

Wilmington Trust 1995 Indenture

7.75% Discount Debentures due March 15, 2036	\$213,338,714
7.70% Debentures due April 15, 2016	\$504,711,704
8.10% Debentures due June 15, 2024	\$414,135,144
63/4% Debentures due May 1, 2028	\$599,250,820
7.20% Notes due January 15, 2011	\$1,540,836,389
7.25% Quarterly Interest Bonds due April 15, 2041	\$580,326,736
7.25% Senior Notes due July 15, 2041	\$725,408,420
7.375% Senior Notes due October 1, 2051	\$698,481,250
7.25% Senior Notes due February 15, 2052	\$877,819,444
4.50% Series A Convertible Senior Debentures due March 6, 2032	\$39,866,281
5.25% Series B Convertible Senior Debentures due March 6, 2032	\$2,634,125,000
7.375% Senior Notes due May 15, 2048	\$1,118,654,722
7.375% Senior Notes due May 23, 2048	\$425,696,528
8.375% Senior Debentures due July 15, 2033	\$3,061,758,700
6.25% Series C Convertible Senior Debentures due July 15, 2033	\$4,401,527,778
8.25% Senior Debentures due July 15, 2023	\$1,281,933,413
7.125% Senior Notes due July 15, 2013	\$1,024,152,876
7.5% Senior Notes due July 1, 2044	\$729,000,000
1.50% Series D Convertible Senior Debentures due June 1, 2009	\$1,009,112,882

Law Debenture Trust Company of New York Indentures

Industrial Revenue Bond-City Of Moraine, Ohio (616449AB0)	\$10,282,500
Industrial Revenue Bond-City Of Moraine, Ohio (616449AA2)	\$12,851,563
Industrial Revenue Bond-City of Indianapolis, Indiana (455329AB8)	\$1,413,125
Industrial Revenue Bond-Michigan Strategic Fund (594693AQ6)	\$59,711,400
Industrial Revenue Bond-Ohio Water Development Authority (67759ABC2)	\$47,449,000
Industrial Revenue Bond-State of Ohio (677596AU2)	\$20,321,813
Industrial Revenue Bond-City of Fort Wayne (349272AT1)	\$31,961,000

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

ORDER GRANTING DEBTORS' 128TH OMNIBUS OBJECTION TO CLAIMS
(Duplicate Debt Claims)

Upon the 128th omnibus objection to claims, dated December 22, 2010 (the “**128th Omnibus Objection to Claims**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s supplemental order establishing supplemental rules and authority for filing omnibus objections to certain debt claims (the “**Supplemental Procedures Order**”) (ECF No. 6238), seeking entry of an order disallowing and expunging the Duplicate Debt Claims on the grounds that such claims are duplicative of either (a) Wilmington Trust Bond Debt Claims, (b) Eurobond Deutsche Debt Claims, or (c) the IRB Debt Claims, as such are fixed and allowed under the Debtors’ Amended Joint Chapter 11 Plan (ECF No. 8015) (as may be amended, modified or supplemented from time to time, the “**Plan**”), all as more fully described in the 128th Omnibus Objection to Claims; and due and proper notice of the 128th Omnibus Objection

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 128th Omnibus Objection to Claims.

to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 128th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 128th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 128th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Duplicate Debt Claims**”) are disallowed and expunged subject to confirmation of the Debtors’ Plan; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, (i) any claim listed on Exhibit “A” annexed to the 128th Omnibus Objection to claims under the heading “*Claims to be Disallowed and Expunged*” that is not listed on the Order Exhibit annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2010

United States Bankruptcy Judge